


SAINT-GOBAIN

July 24, 2014

National Stock Exchange of India Limited BSE Limited
"Exchange Plaza", Phiroze Jeejeebhoy Towers,
Bandra-Kurla Complex, Dalal Street,
Bandra (East), Fort, Mumbai 400 001.
Mumbai 400 051.

Dear Sir/Madam,

Re: SCRIP CODE: 506076/GRINDWELL
Sub : Clause 35A of the Listing Agreement

We wish to inform that the Annual General Meeting (AGM) of the Equity Shareholders of the Company was held on July 23, 2014 at M.C. Ghia Hall, Bhogilal Hargovindas Building, 18/20, Kaikushru Dubash Marg, (Rampart Row), Mumbai – 400 001.

Date of the AGM: 23rd July 2014

Total number of shareholders on record date (13th June 2014): 11821

No. of Shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	10
Public:	48
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	NA
Public	NA

The shareholders transacted the businesses as provided in Annexure. The mode of voting was by e-Voting and Poll.

Thanking You,

Yours faithfully,
For GRINDWELL NORTON LIMITED



K. VISWESWARAN
COMPANY SECRETARY
Membership No. A 16123

The Agenda wise approval at the Annual General Meeting is as under:-

Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of votes in favour of votes polled	% of votes against on votes polled
Resolution 1 - Adoption the Financial Statements of the Company ended 31st March, 2014 (Ordinary Resolution)							
Promoter and Promoter group	32678352	30394526	93.01	30394526	0	100	0
Public – Institutional holders	6076411	4098257	67.45	4098257	0	100	0
Public – Others	16605237	116317	0.7	115417	900	99.23	0.77
Total	55360000	34609100	62.52	34608200	900	100	0
Resolution 2 - Approval of Final Dividend (Ordinary Resolution)							
Promoter and Promoter group	32678352	30394526	93.01	30394526	0	100	0
Public – Institutional holders	6076411	4098257	67.45	4098257	0	100	0
Public – Others	16605237	116317	0.7	115417	900	99.23	0.77
Total	55360000	34609100	62.52	34608200	900	100	0
Resolution 3 - Appointment of Ms. Marie-Armelie Chupin (Director Identification No. 00066499) as a Director (Ordinary Resolution)							
Promoter and Promoter group	32678352	30394526	93.01	30394526	0	100	0
Public – Institutional holders	6076411	4098257	67.45	4098257	0	100	0
Public – Others	16605237	116317	0.7	115417	900	99.23	0.77
Total	55360000	34609100	62.52	34608200	900	100	0

Resolution 4 - Appointment of Mr. Jean-Pierre Floris (Director Identification No.02504627) as a Director (Ordinary Resolution)								
Promoter and Promoter group	32678352	30394526	93.01	30394526	0	100		0
Public – Institutional holders	6076411	4098257	67.45	3358107	740150	81.94		18.06
Public – Others	16605237	116317	0.7	115417	900	99.23		0.77
Total	55360000	34609100	62.52	33868050	741050	97.86		2.14
Resolution 5 - Appointment of M/s Kalyaniwalla & Mistry, Chartered Accountants, (Firm Registration No.104607W) as Auditors of the Company (Ordinary Resolution)								
Promoter and Promoter group	32678352	30394526	93.01	30394526	0	100		0
Public – Institutional holders	6076411	4098257	67.45	4089215	9042	99.78		0.22
Public – Others	16605237	116280	0.7	115380	900	99.23		0.77
Total	55360000	34609063	62.52	34599121	9942	99.97		0.03
Resolution 6 - Appointment of Mr. Shivanand Salgaocar (Director Identification No. 00001402) as an Independent Director of the Company (Ordinary Resolution)								
Promoter and Promoter group	32678352	30394526	93.01	30394526	0	100		0
Public – Institutional holders	6076411	4098257	67.45	3358107	740150	81.94		18.06
Public – Others	16605237	116317	0.7	115017	1300	98.88		1.12
Total	55360000	34609100	62.52	33867650	741450	97.86		2.14
Resolution 7 - Appointment of Mr. Pradip Shah (Director Identification No. 00066242) as an Independent Director of the Company (Ordinary Resolution)								
Promoter and Promoter group	32678352	30394526	93.01	30394526	0	100		0
Public – Institutional holders	6076411	4098257	67.45	4098257	0	100		0
Public – Others	16605237	116317	0.7	115017	1300	98.88		1.12
Total	55360000	34609100	62.52	34607800	1300	100		0

Resolution 8 - Appointment of Mr. Keki M. Elavia (Director Identification No. 00003940) as an Independent Director of the Company (Ordinary Resolution)								
Promoter and Promoter group	32678352	30394526	93.01	30394526	0	100	0	
Public - Institutional holders	6076411	4098257	67.45	4098257	0	100	0	
Public - Others	16605237	116317	0.7	115417	900	99.23	0.77	
Total	55360000	34609100	62.52	34608200	900	100	0	
Resolution 9 - Appointment of M/s. Rao, Murthy & Associates, Cost Accountants (Firm Registration No.000065) as Cost Auditors of the Company (Ordinary Resolution)								
Promoter and Promoter group	32678352	30394526	93.01	30394526	0	100	0	
Public - Institutional holders	6076411	4098257	67.45	4098257	0	100	0	
Public - Others	16605237	116317	0.7	115372	945	99.19	0.81	
Total	55360000	34609100	62.52	34608155	945	100	0	

For GRINDWELL NORTON LIMITED



K. VISWESWARAN
 COMPANY SECRETARY
 Membership No. A 16123

H. R. THAKUR

M. Com.,LLM.,M.B.A.(Pittsburg),
F.C.S. Grad. C.W.A

305/306, Happiness,
City of Joy, J.S. DossaMarg,
Mulund (West) – 400 080
Tel. – 25642206

SCRUTINIZER'S REPORT


**[Pursuant to Section 108 of the Companies Act, 2013 and rule 20(3) (xi) of the
Companies (Management and Administration) Rules, 2014]**

To
The Chairman

64th Annual General Meeting of the Members of Grindwell Norton Limited (the Company) to be held on Wednesday, the 23rd day of July, 2014 at 3.00 p.m. at M.C.Ghia Hall, Bhogilal Hargovindas Building, 18/20, Kaikushru Dubash Marg, (Rampart Row), Mumbai – 400 001.

Dear Sir,

1. I, H. R.Thakur, Practicing Company Secretary have been appointed by the Board of Directors of Grindwell Norton Limited (the Company) as a Scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) on the resolutions contained in the notice of 64th Annual General Meeting (AGM) of the members of the Company to be held on 23rd day of July, 2014 at M.C.Ghia Hall, Bhogilal Hargovindas Building, 18/20 Kaikushru Dubash Marg, (Rampart Row), Mumbai – 400 001.
2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to voting through electronic means on the resolutions contained in the Notice to the AGM of the members of the Company. My responsibility as a Scrutinizer for the e-voting process is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by National Securities Depository Limited, the authorised agency to provide e-voting facilities, engaged by the Company. Further to the above, I submit my report as under :-
 - i. The e-voting period remained open from Thursday, 17th July, 2014 (10.00 am) to Saturday, 19th July, 2014 (6.00 pm).
 - ii. The members of the Company as on the "cut-off" date i.e. 13th June, 2014 were entitled to vote on the resolutions (items no. 1 to 9 as set out in the notice of the 64th AGM of the Company)
 - iii. The votes cast were unblocked on 21st July, 2014 in the presence of 2 witnesses, Mrs. Vidya Brahme and Mr. Sachin Rathod who are not in the employment of the Company.
 - iv. Thereafter, the details containing inter alia, list of Equity Shareholders, who voted "For" or "Against" for each of the resolutions that were put to vote, were generated from the e-voting website of National Securities Depository Limited i.e. www.evoting.nsdl.com and based on such reports generated, the result of the e-voting is as under:


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ORDINARY BUSINESS:

Item No. 1: Ordinary Resolution

To receive, consider and adopt the Financial Statements of the Company ended 31st March, 2014 :

i. Voted in favour of the resolution :

Number of members voted through electronic system	Number of votes cast in favour of resolution	% of total number of valid votes cast
32	4130463	100%

ii. Voted against the resolution :

Number of members voted through electronic system	Number of votes cast against the resolution	% of total number of valid votes cast
0	0	0%

iii. There were no Invalid votes.

Item No. 2 : Ordinary Resolution

To declare dividend for the year ended 31st March, 2014:


i. Voted in favour of the resolution :

Number of members voted through electronic system	Number of votes cast in favour of resolution	% of total number of valid votes cast
32	4130463	100%

ii. Voted against the resolution :

Number of members voted through electronic system	Number of votes cast against the resolution	% of total number of valid votes cast
0	0	0%

iii. There were no Invalid votes.


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Item No. 3: Ordinary Resolution

To appoint a Director in place of Ms. Marie-Armelie Chupin (Director Identification No. 00066499) who retires by rotation and being eligible, seeks re-appointment:

i. Voted in favour of the resolution :

Number of members votedthrough electronic system	Number of votes cast in favour of resolution	% of total number of valid votes cast
32	4130463	100%

ii. Voted against the resolution :

Number of members votedthrough electronic system	Number of votes cast against the resolution	% of total number of valid votes cast
0	0	0%

iii. There were no Invalid votes.

Item No. 4 : Ordinary Resolution

To appoint a Director in place of Mr. Jean-Pierre Floris (Director Identification No.02504627) who retires by rotation and being eligible, seeks re-appointment:


i. Voted in favour of the resolution :

Number of members votedthrough electronic system	Number of votes cast in favour of resolution	% of total number of valid votes cast
24	3390356	82.08%

ii. Voted against the resolution :

Number of members votedthrough electronic system	Number of votes cast against the resolution	% of total number of valid votes cast
8	740107	17.92%

iii. There were no Invalid votes.


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Item No. 5 : Ordinary Resolution

To re-appoint M/s Kalyaniwalla & Mistry, Chartered Accountants, (Firm Registration No.104607W) as the Auditors of the Company:

i. Voted in favour of the resolution :

Number of members votedthrough electronic system	Number of votes cast in favour of resolution	% of total number of valid votes cast
29	4121384	99.78%

ii. Voted against the resolution :

Number of members votedthrough electronic system	Number of votes cast against the resolution	% of total number of valid votes cast
1	9042	0.22%

iii. There were no Invalid votes.

SPECIAL BUSINESS:

Item No. 6 : Ordinary Resolution

To appoint Mr. Shivanand Salgaocar (Director Identification No. 00001402) as an Independent Director of the Company for a term of five consecutive years commencing from 23rd July, 2014 :


i. Voted in favour of the resolution :

Number of members votedthrough electronic system	Number of votes cast in favour of resolution	% of total number of valid votes cast
23	3389956	82.07%

ii. Voted against the resolution :

Number of members votedthrough electronic system	Number of votes cast against the resolution	% of total number of valid votes cast
9	740507	17.93%

iii. There were no Invalid votes.


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Item No. 7: Ordinary resolution

To appoint Mr. Pradip Shah (Director Identification No. 00066242) as an Independent Director of the Company for a term of five consecutive years commencing from 23rd July, 2014 :

i. Voted in favour of the resolution :

Number of members votedthrough electronic system	Number of votes cast in favour of resolution	% of total number of valid votes cast
31	4130063	99.99%

ii. Voted against the resolution :

Number of members votedthrough electronic system	Number of votes cast against the resolution	% of total number of valid votes cast
1	400	0.01%

iii. There were no Invalid votes.

Item No. 8 : Ordinary Resolution

To appoint Mr. Keki M. Elavia (Director Identification No. 00003940) as an Independent Director of the Company for a term of five consecutive years commencing from 23rd July, 2014 :


i. Voted in favour of the resolution :

Number of members votedthrough electronic system	Number of votes cast in favour of resolution	% of total number of valid votes cast
32	4130463	100.00%

ii. Voted against the resolution :

Number of members votedthrough electronic system	Number of votes cast against the resolution	% of total number of valid votes cast
0	0	0%

iii. There were no Invalid votes.


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Item No. 9 : Ordinary Resolution

To appoint M/s. Rao, Murthy & Associates, Cost Accountants (Firm Registration No.000065) as Cost Auditors of the Company:

i. Voted in favour of the resolution :


Number of members votedthrough electronic system	Number of votes cast in favour of resolution	% of total number of valid votes cast
31	4130418	99.999%

ii. Voted against the resolution :

Number of members votedthrough electronic system	Number of votes cast against the resolution	% of total number of valid votes cast
1	45	0.001%

iii. There were no Invalid votes.

Thanking you,
Yours Sincerely,


H. R. THAKUR
F.C.S. 2090 C.P. 3193

Place:Mumbai

Date: 22nd July, 2014

SUMMARY OF EVOTING / POSTAL BALLOT
GRINDWELL NORTON LIMITED
Statement of Postal Ballots received in respect of the resolutions

Resolution No	Resolution	Assent	%	Dissent	%	Total	%	Invalid	Total Votes Cast
1	<input type="checkbox"/> Adopt the Financial Statements of the Company for the year ended 31st March, 2014. No. of Securities	4130463	100.00	0	0.00	4130463	100.00	0	4130463
	No. of Ballots	32	100.00	0	0.00	32	100.00	0	32
2	<input type="checkbox"/> Declare dividend for the year ended 31st March, 2014. No. of Securities	4130463	100.00	0	0.00	4130463	100.00	0	4130463
	No. of Ballots	32	100.00	0	0.00	32	100.00	0	32
3	<input type="checkbox"/> Appoint a Director in place of Mr. Marie-Annelie Chupin (Director Identification No. 00068499) who retires by rotation and being eligible, seeks re-appointment. No. of Securities	4130463	100.00	0	0.00	4130463	100.00	0	4130463
	No. of Ballots	32	100.00	0	0.00	32	100.00	0	32
4	<input type="checkbox"/> Appoint a Director in place of Mr. Jean-Pierre Floris (Director Identification No. 02504627) who retires by rotation and being eligible, seeks re-appointment. No. of Securities	4130463	100.00	0	0.00	4130463	100.00	0	4130463
	No. of Ballots	32	100.00	0	0.00	32	100.00	0	32
	No. of Securities	3390356	82.08	740107	17.92	4130463	100.00	0	4130463
	No. of Ballots	24	75.00	8	25.00	32	100.00	0	32
5	<input type="checkbox"/> Appoint M/s. Kalvaniwalla & Mistry, Chartered Accountants as the Auditors of the Company. No. of Securities	4121584	99.78	9042	0.22	4130426	100.00	0	4130426
	No. of Ballots	29	96.67	1	3.33	30	100.00	0	30
6	<input type="checkbox"/> Appoint Mr. Shrivand Salgancar (Director Identification No. 00001402) as an Independent Director of the Company for a term of five consecutive years commencing from 23rd July, 2014. No. of Securities	3389956	82.07	740507	17.93	4130463	100.00	0	4130463
	No. of Ballots	23	71.88	9	28.13	32	100.00	0	32
7	<input type="checkbox"/> Appoint Mr. Pradip Shah (Director Identification No. 00056242) as an Independent Director of the Company for a term of five consecutive years commencing from 23rd July, 2014. No. of Securities	4130663	96.99	400	0.01	4130463	100.00	0	4130463
	No. of Ballots	31	96.88	1	3.13	32	100.00	0	32
8	<input type="checkbox"/> Appoint Mr. Keki M. Elavia (Director Identification No. 00003940) as an Independent Director of the Company for a term of five consecutive years commencing from 23rd July, 2014. No. of Securities	4130463	100.00	0	0.00	4130463	100.00	0	4130463
	No. of Ballots	32	100.00	0	0.00	32	100.00	0	32
9	<input type="checkbox"/> Appoint M/s. Rao, Murthy & Associates, Cost Accountants as Cost Auditors of the Company. No. of Securities	4130418	100.00	45	0.00	4130463	100.00	0	4130463
	No. of Ballots	31	96.88	1	3.13	32	100.00	0	32

MRM
H. R. THAKUR
F.C.S. 2090 C.P. 3193

FORM NO. MGT.13

Report of Scrutinizer(s)

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
MR. P. Shah
Chairman

The 64th Annual General Meeting of the Equity Share holders of Grindwell Norton Limited held on Wednesday, the 23rd July, 2014 at 3.00 p.m.

Dear Sir,

I, H.R.Thakur, Practising Company Secretary have been appointed as Scrutinizer for the purpose of the poll taken on the resolutions mentioned below at the 64th Annual General Meeting of the Equity Shareholders of Grindwell Norton Limited, held on Wednesday, the 23rd July, 2014, submit my report as under:

1. Before start of polling empty ballot box was shown to the Members present and then the ballot box was locked and key was handed over to me.
2. After the time fixed for closing of the poll by the Chairman, I took over the locked ballot box kept for polling.
3. The locked ballot box was subsequently opened in my presence and was witnessed by Ms. Vidya Bramhe and Mr. Sachin Rathod of TSR Darashaw Private Limited. The poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company viz.; TSR Darashaw Private Limited and the authorization / proxies lodged with the Company.
4. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
5. The result of the Poll is as under.

ORDINARY BUSINESS

Item No. 1 : Ordinary Resolution


To receive, consider and adopt the Financial Statements of the Company ended 31st March, 2014

- i. Voted in favour of the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
32	30477737	99.997

- ii. Voted against the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	900	0.003


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iii. There are no **invalid** votes.

Item No. 2 : Ordinary Resolution

To declare dividend for the year ended 31st March, 2014:

i. Voted **in favour** of the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
32	30477737	99.997

ii. Voted **against** the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	900	0.003

iii. There are no **invalid** votes.

Item No. 3 : Ordinary resolution

To appoint a Director in place of Ms. Marie-Armelie Chupin (Director Identification No. 00066499) who retires by rotation and being eligible, seeks re-appointment:

i. Voted **in favour** of the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
32	30477737	99.997

ii. Voted **against** the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	900	0.003

iii. There are no **invalid** votes.

Item No. 4 : Ordinary resolution

To appoint a Director in place of Mr. Jean-Pierre Floris (Director Identification No.02504627) who retires by rotation and being eligible, seeks re-appointment:

i. Voted **in favour** of the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
31	30477694	99.997


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- ii. Voted **against** the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	943	0.003

- iii. There are no **invalid** votes.

Item No. 5 : Ordinary resolution

To re-appoint M/s Kalyaniwalla & Mistry, Chartered Accountants, (Firm Registration No.104607W) as Auditors of the Company:

- i. Voted **in favour** of the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
32	30477737	99.997

- ii. Voted **against** the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	900	0.003

- iii. There are no **invalid** votes.

SPECIAL BUSINESS

Item No. 6 : Ordinary Resolution

To appoint Mr. Shivanand Salgaocar (Director Identification No. 00001402) as an Independent Director of the Company for a term of five consecutive years commencing from 23rd July, 2014

- i. Voted **in favour** of the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
31	30477694	99.997

- ii. Voted **against** the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	943	0.003

- iii. There are no **invalid** votes.


H. R. THAKUR
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305/306, Happiness,
City of Joy, J.S. DossaMarg,
Mulund (West) – 400 080

Item No. 7 : Ordinary Resolution

To appoint Mr. Pradip Shah (Director Identification No. 00066242) as an Independent Director of the Company for a term of five consecutive years commencing from 23rd July, 2014

i. Voted in favour of the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
32	30477737	99.997

ii. Voted against the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	900	0.003

iii. There are no invalid votes.

Item No. 8: Ordinary Resolution

To appoint Mr. Keki M. Elavia(Director Identification No. 00003940) as an Independent Director of the Company for a term of five consecutive years commencing from 23rd July, 2014

i. Voted in favour of the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
32	30477737	99.997

ii. Voted against the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	900	0.003

iii. There are no invalid votes.



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Mulund (West) – 400 080

Item No. 9 : Ordinary Resolution

To appoint M/s.Rao, Murthy & Associates, Cost Accountants (Firm Registration No.000065) as Cost Auditors of the Company

i. Voted in favour of the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
32	30477737	99.997

ii. Voted against the resolution :

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	900	0.003

iii. There are no invalid votes.

- A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
- The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorised by the Board for safe keeping.

Thanking you,
Yours faithfully,



H. R. THAKUR
F.C.S. 2090 C.P. 3193

Place: Mumbai

Date: 23rd July, 2014